

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

VC SELLERS RESERVE LLC, a Washington)
limited liability company,)

Plaintiff,)

v.)

CH2M HILL COMPANIES, LTD., an Oregon)
corporation,)

Defendant.)

No. C09-0236RSL

PLAINTIFF'S RESPONSE TO
ORDER TO SHOW CAUSE

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COMES NOW, Plaintiff VC Sellers Reserve LLC, and in response to the Order To Show Cause issued by the Court on March 4, 2009, states as follows:

On February 23, 2009, VC Sellers Reserve filed its complaint with the Court in the above-captioned matter based on diversity of citizenship of the parties and the parties' agreement that any action or proceeding seeking to enforce any provision of the Stock Purchase Agreement at issue may be brought in either the United States District Court for the Western District of Washington or the Superior Court of King County, Washington. Believing that diversity jurisdiction existed, VC Sellers opted to file its complaint in the former.

Defendants CH2M HILL is an Oregon corporation with its principal place of business in Colorado. VC Sellers is a Washington limited liability company with its principal place of

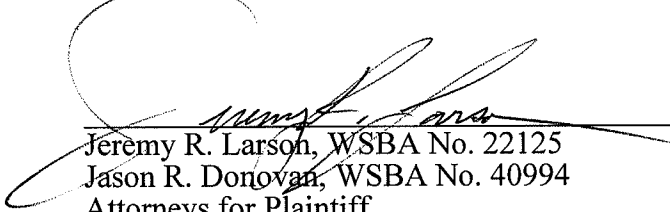
1 business in Alaska. VC Sellers consists of the following owners / members: Roger Chan;
2 Lethard Limited Partnership; Shelby Trust; and Allen Limited Partnership. Roger Chan is a
3 citizen of Alaska. Peter Leathard and Roberta Leathard are the owners / members of Leathard
4 Limited Partnership, and citizens of Alaska. Bill Allen is the sole trustee of Shelby Trust, and a
5 citizen of Alaska. The Allen Limited Partnership was originally formed in Alaska and this
6 complaint was filed with the understanding that the Allen Limited Partnership was, in fact, a
7 citizen of Alaska.

8 Based upon the foregoing information, Plaintiff believed that for diversity purposes it
9 was a citizen of Alaska and that Defendant was a citizen of Colorado. In preparing to respond to
10 the Court's Order To Show Cause, however, it came to light that one of the limited partners of
11 the Allen Limited Partnership, Tammy Todd Allen, is actually a citizen of Colorado.¹ Because
12 Tammy Todd Allen is currently an owner / member of the Allen Limited Partnership and a
13 citizen of Colorado, complete diversity of citizenship between the parties is lacking.

14 VC Sellers has therefore filed a notice of voluntary dismissal pursuant to Federal Rule of
15 Civil Procedure 41(a)(1) with the intent of filing its complaint in the King County Superior
16 Court.

17 DATED this 19th day of March, 2009.

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19 FOSTER PEPPER PLLC

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22 Jeremy R. Larson, WSBA No. 22125
23 Jason R. Donovan, WSBA No. 40994
24 Attorneys for Plaintiff
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25 ¹ The Allen Limited Partnership was originally formed in June of 1999 by Bill Allen and Mark
26 Allen, currently citizens of Alaska and New Mexico, respectively. On May 16, 2006, certain
ownership interest of the Allen Limited Partnership was assigned to Tammy Todd Allen. .

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